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*Attorneys for Defendants Payward, Inc.
and Payward Ventures, Inc.*

**UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA**

SECURITIES AND EXCHANGE COMMISSION,

Plaintiff,

v.

PAYWARD, INC.; PAYWARD VENTURES, INC.,

Defendants.

Case No. 3:23-cv-06003-WHO

Judge: Hon. William H. Orrick
Hearing Date: June 12, 2024
Time: 2:00 p.m.

**DECLARATION OF MATTHEW C.
SOLOMON IN SUPPORT OF
DEFENDANTS' MOTION TO
DISMISS THE COMPLAINT**

1 I, Matthew C. Solomon, declare:

2 1. I am an attorney admitted to practice before this Court *pro hac vice*. I am a partner
3 with the law firm Cleary Gottlieb Steen & Hamilton LLP, counsel for Defendants Payward, Inc.
4 and Payward Ventures, Inc. (together, “Kraken”) in this matter. I submit this declaration in support
5 of Kraken’s Motion to Dismiss. I declare that the following is true to the best of my knowledge,
6 information, and belief, and that if called upon to testify, I could and would testify to the following.

7 2. Attached here as **Exhibit A** is a true and correct copy of the transcript of the January
8 17, 2024 proceedings before Judge Katherine Polk Failla on a motion for judgment on the
9 pleadings in *SEC v. Coinbase, Inc.*, No. 1:23-cv-04738 (S.D.N.Y.).

10 3. Attached here as **Exhibit B** is a true and correct copy of the transcript of the January
11 22, 2024 proceedings before Judge Amy Berman Jackson on a motion to dismiss in *SEC v.*
12 *Binance*, No. 1:23-cv-01599 (D.D.C.).

13 I declare under penalty of perjury that the foregoing is true and correct. Executed on this
14 22nd day of February, 2024 in Washington, D.C.

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16 /s/ Matthew C. Solomon

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Matthew C. Solomon
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